

# Exhibit D

**VERTICAL CAPITAL, LLC/ADP TOTALSOURCE  
EMPLOYEE HANDBOOK  
ACKNOWLEDGEMENT OF RECEIPT**

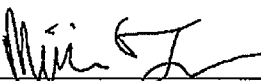
The employee handbook describes important information about my employment with Vertical Capital, LLC and ADP TotalSource and I understand that I should consult with my supervisor or call the ADP TotalSource Employee Service Center at 1-800-554-1802 regarding any questions not answered in these policies. I have entered into my employment relationship with Vertical Capital, LLC and ADP TotalSource voluntarily and acknowledge that there is no specified length of employment. Accordingly, either Vertical Capital, LLC and ADP TotalSource or I can terminate the relationship at will, with or without cause, at any time, so long as there is no violation of applicable federal or state law.

Since the information, policies, and benefits described here, or on the Intranet, are subject to change, I acknowledge that revisions to the handbook may occur, except to the policy of employment at will. All such changes will be communicated through official notices, and I understand that revised information may supersede, modify, or eliminate existing policies.

Only Vertical Capital, LLC and ADP TotalSource have the ability to adopt any revisions to the policies in this handbook.

Furthermore, I acknowledge that this handbook is neither a contract of employment nor a legal document. I have received the handbook (OR: I acknowledge that I have access to the handbook via the Intranet and that I will not receive a paper copy of the handbook), and I understand that it is my responsibility to read and comply with the policies contained in this handbook and any revisions made to it.

Employee name (please print): Miniam Freier

Employee Signature: 

Date: 8/5/13